

**EXHIBIT C**

**DECLARATION OF MARC WOLINSKY  
IN FURTHER SUPPORT OF DEFENDANT HP'S MOTION TO STAY**



**ICGN**

International Corporate Governance Network

**ICGN PRESS RELEASE**

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**US Activist investor named ‘Lifetime Achiever’  
as ICGN makes three Corporate Governance Awards**

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The ICGN is pleased to announce the 2013 recipients of its annual awards in Corporate Governance:

- **Ralph Whitworth**, Founder and Principal of Relational Investors
- **Jon Lukomnik**, Managing Partner of Sinclair Capital LLC

and a special post-humous award to:

- **Michael O’Sullivan**, former President of the Australian Council of Superannuation Investors (ACSI)

**Ralph Whitworth** is honoured with the ICGN’s highest award – that of Lifetime Achiever.

This award recognises those who have dedicated their lives to the cause of improving corporate governance. Ralph serves as chairman of the board of Hewlett Packard Co. and has been involved in corporate governance for over 25 years and founded leading US activist fund Relational Investors in 1996.

Peter Butler, Chairman of the ICGN Awards Committee commented:

*“Ralph has made activist shareholding respectable in corporate America and been responsible for a series of profound and value adding changes in companies in which his clients have invested. He has served on the boards of eleven public companies including Hewlett-Packard, Apria Healthcare, Sovereign Bancorp, Sprint Nextel and Waste Management.”*

*"We see ourselves as stewards of our clients' shareholdings," says Ralph, "Proper stewardship requires active engagement of corporate leadership to spur improved performance."*

*Upon receiving his award, Ralph said: "I am delighted and honored to receive this award. I have enormous respect for ICGN's work advancing good corporate governance throughout the world. I am particularly pleased that my award was announced by one of ICGN's founding and most tireless members, my good friend, Peter Butler.*

*With my co-founder David Batchelder and my colleagues at our firm, we have supported and admired the commitment of ICGN's largely volunteer support base, most importantly the dedication of its rotating board of directors dating back to its inception. In particular, we recognize the organization's important work developing best practices and promoting responsible shareholder stewardship globally. Since the late 1980s, we have witnessed great strides toward improving boardroom accountability and encouraging institutional investor responsibility.*

*ICGN has been in the vanguard of this movement since its inception in 1995. To this end, ICGN continues to play a critical role in educating their membership on emerging and global issues in corporate governance and engagement practices, as well as serving as a convening body for dialogue and the exchange of ideas.*

*We have enjoyed great satisfaction from our participation in the initiatives and public policy discussions advocated by ICGN. Again, I deeply appreciate the recognition from my esteemed colleagues."*

The award for Excellence in Corporate Governance was presented to **Jon Lukomnik** in recognition of thirty years of thought leadership and action in the world of corporate governance. While in charge of New York City's pension fund system he helped turn the City's funds into pioneers of shareowner responsibility and has been a wonderful servant of

the CII, ICGN and IRRC as well as giving strategic consultancy advice to corporations and institutional investors.

Jon remarked: *“Shareowners need to go beyond examining individual companies’ financial results to look at the financial ecosystem itself. We need to add sustainability – of our companies, our capitalist system, our societies, and our planet – to our mandate. We need to return to investing strategies that rely on long-term growth that improves not just our portfolios but the real economy as well, rather than rely on financial engineering that may enrich the financial sector but impoverishes the real economy.”*

In addition a Special Award for Achievements in Corporate Governance was made to the late **Michael O’Sullivan** in recognition of his great contribution to corporate governance both in his region and as a former director of the ICGN.

Michael was a pioneer in establishing a productive governance dialogue between companies and institutional investors in Australia. He was a passionate advocate for all investors to confront the great moral and investment challenges of our times, in particular those associated with global climate change. His influence and legacy extend far beyond Australia alone, with his long tenure as a member of the Board of the ICGN, tireless promotions of the United Nations backed Principles of Responsible Investment and active participation in the global P8 Group – all leaving a profound mark on sustainable investment thinking and action at a global level.

The above trio join a prestigious alumni of those who have been honoured with ICGN’s annual awards over the last 13 years.

**ENDS**

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**NOTES TO THE EDITOR**

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- Full details of the ICGN Scholarship Programme can be found at <https://www.icgn.org/scholarships>
- The International Corporate Governance Network (ICGN) is a membership organisation of around 600 individuals including institutional investors with global assets under management in excess of US\$18 trillion. The breadth and expertise of ICGN members from investment, business, the professions and policymaking extends across 50 markets. It has been almost 20 years since our inception and during that time we have convened 40 meetings in 15 different countries.

Our mission is to raise corporate governance standards worldwide and we do this through three core areas of activity:

- **Influencing** policy by providing a reliable source of practical knowledge and experiences on corporate governance issues, thereby contributing to a sound regulatory framework and a mutual understanding of interests between market participants;
- **Connecting** peers and facilitating cross-border communication among a broad constituency of market participants at international conferences and events, virtual networking and through other media; and
- **Informing** dialogue around sound corporate governance practices and principles through the publication of materials, exchange of knowledge and advancement of education world-wide.